

ASSIGNMENT OF TRADEMARKS AND REGISTRATIONS


WHEREAS, EVER-GUARD ALARM CORPORATION, a New Jersey corporation, with its principal place of business at 32-14 Greenpoint Avenue, Long Island City, New York 11101, hereinafter referred to as "Assignor" is the owner of the entire right, title and interest in and to the trademarks and registrations identified on the attached Exhibit "A"; and

WHEREAS, BABACO ALARM SYSTEMS, INC., a New York corporation with its principal place of business at 119 West Commercial Avenue, Moonachie, New Jersey 07074, hereinafter referred to as "Assignee", desires to acquire all right, title and interest of Assignor in and to the trademarks and registrations identified on the attached Exhibit "A";

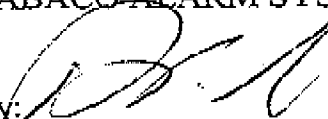
NOW, THEREFORE, for One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby sells, transfers and assigns to Assignee, all of Assignor's right, title and interest in and to the trademarks and registrations identified and listed in Exhibit "A" attached hereto, together with the right to sue for and obtain any damages for infringement of any of said trademarks prior to the date of transfer thereof, and to the goodwill of the business associated with said trademarks.

Executed to be effective as of the 30 day of April, 2003.

EVER-GUARD ALARM CORPORATION

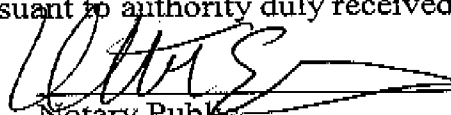
By: 
Greg Haber
Executive Vice President

BABACO ALARM SYSTEMS, INC.

By: 
William R. Seide, President

STATE OF New York)
COUNTY OF New York)
ss.:

On this 30th day of April, 2003, before me personally came Greg Haber, to me known and known to me to be the Executive Vice President of Ever-Guard Alarm Corporation, the Assignor above named, and acknowledged that he executed the foregoing Assignment on behalf of said Assignor and pursuant to authority duly received.


Notary Public

STATE OF New York)
COUNTY OF New York)
ss.:

On this 30 day of April, 2003, before me personally came William R. Seide, to me known and known to me to be the President of Babaco Alarm Systems, Inc., the Assignee above named, and acknowledged that he executed the foregoing Assignment on behalf of said Assignee and pursuant to authority duly received.

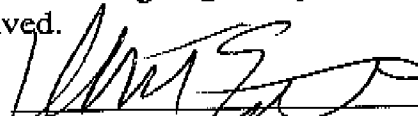

Notary Public

EXHIBIT A

UNITED STATES

<u>Mark</u>	<u>Registration No.</u>	<u>Issue Date</u>
BABACO	U.S. Reg. No. 1,013,425	6/17/75
LIGHTENING BOLT	U.S. Reg. No. 1,243,471	6/28/83
TRUK-LOK in Design	U.S. Reg. No. 1,306,580	11/20/84
TRUK-LOK	U.S. Reg. No. 1,833,640	5/3/94

CANADA

<u>Mark</u>	<u>Registration No.</u>	<u>Issue Date</u>
BABACO	Canadian Reg. No. 204,299	6/3/75